

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bios Clinical Opportunity Fund, LP</u> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/08/2023	3. Issuer Name and Ticker or Trading Symbol <u>COGNITION THERAPEUTICS INC [CGTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	500,095 ⁽¹⁾	D ⁽²⁾ (3)(4)(5)(6)	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Bios Clinical Opportunity Fund, LP</u> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107 (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>Bios Equity COF, LP</u> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107 (City) (State) (Zip)

Explanation of Responses:

1. On November 8, 2023, Bios Clinical Opportunity Fund, LP ("Bios COF Fund") purchased 500,095 shares of Common Stock in an at-the-market offering through Cantor Fitzgerald & Co. and B. Riley Securities, Inc. acting as sales agents.
2. Bios Equity Partners, LP ("Bios Equity I") is the general partner of the following entities: Bios Fund I, LP ("Bios Fund I"), Bios Fund I QP, LP ("Bios Fund I QP") and Bios Memory SPV II, LP ("Bios Memory II"). Bios Equity Partners II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, LP ("Bios Fund II"), Bios Fund II QP, LP ("Bios Fund II QP") and Bios Fund II NT, LP ("Bios Fund II NT"). Bios Equity Partners III, LP ("Bios Equity III") is the general partner of the following entities: Bios Fund III, LP ("Bios Fund III"), Bios Fund III QP, LP ("Bios Fund III QP") and Bios Fund III NT, LP ("Bios Fund III NT").
3. Bios Capital Management, LP ("Bios Management") and Cavu Management, LP ("Cavu Management") are the general partners of each of Bios Equity I, Bios Equity II, Bios Equity III and Bios Memory SPV II, LP ("Bios Memory II"). Bios Advisors GP, LLC ("Bios Advisors") is the general partner of Bios Management. Cavu Advisors LLC ("Cavu Advisors") is the general partner of Cavu Management. Bios Management and Bios Advisors are entities managed and controlled by Aaron G.L. Fletcher ("Dr. Fletcher"). Cavu Management and Cavu Advisors are entities managed and controlled by Leslie W. Kreis, Jr. ("Mr. Kreis").
4. Mr. Kreis, Cavu Management, Cavu Advisors, Dr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios Fund I, Bios Fund I QP, Bios Memory I, Bios Fund II, Bios Fund II QP, Bios Fund II NT, Bios Memory II, Bios Fund III, Bios Fund III QP and Bios Fund III NT (collectively, the "Bios Equity Entities"). Because of the relationship between Mr. Kreis, Mr. Fletcher, Cavu Management, Bios Management, Cavu Advisors, Bios Advisors and the Bios Equity Entities, Mr. Kreis, Dr. Fletcher, Cavu Management, Bios Management, Cavu Advisors, and Bios Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
5. Bios Equity COF, LP ("Bios Equity COF") is the general partner of Bios COF Fund. Bios Management is the general partner of Bios Equity COF. Dr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios COF Fund. Because of the relationship between Dr. Fletcher, Bios Management, Bios Advisors and Bios COF Fund, Dr. Fletcher, Bios Management and Bios Advisors may be deemed to beneficially own the shares held directly by Bios COF Fund.
6. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each reporting person disclaims beneficial ownership of any such securities, except to the extent of his/its pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

This Form 3 is the third of three Section 16 filings relating to the same event, including one Form 3 and two Forms 4. This Form 3 is being filed by Bios COF Fund and Bios Equity COF to reflect their admission as members into the "group" (for Section 13 and Section 16 purposes) previously composed of each of the reporting persons included on the Forms 4 relating to the same event filed by each of Mr. Fletcher and Mr. Kreis as the designated filer. The Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons.

Bios Clinical Opportunity Fund, LP By: Bios Equity COF, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager 11/13/2023

Bios Equity COF, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager 11/13/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.